

MEXICAN RESTAURANTS INC
 Form 4
 December 02, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Nierenberg Investment Management Company, Inc.

2. Issuer Name and Ticker or Trading Symbol
 MEXICAN RESTAURANTS INC [CASA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 19605 NE 8TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/01/2009

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

CAMAS, WA 98607

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 12/01/2009 | | S | | 236,267 (1) | D | \$ 2 0 | I | By The D3 Family Fund, LP |
| Common Stock | 12/01/2009 | | S | | 686,698 (1) | D | \$ 2 0 | I | By The D3 Family Bulldog Fund, LP |
| Common Stock | 12/01/2009 | | S | | 269,991 (1) | D | \$ 2 0 | I | By The DIII Offshore Fund, LP |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Nierenberg Investment Management Company, Inc. 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | |
| Nierenberg Investment Management Offshore Inc. 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | |
| Nierenberg David 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | |
| D3 Family Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | |
| D3 Family Bulldog Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | |
| DIII Offshore Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | |

Signatures

| | |
|--|------------|
| David Nierenberg, President, Nierenberg Investment Management Company, Inc. (NIMCO) | 12/02/2009 |
| __Signature of Reporting Person | Date |
| David Nierenberg, President, Nierenberg Investment Management Offshore, Inc. (NIMO) | 12/02/2009 |
| __Signature of Reporting Person | Date |
| David Nierenberg, President, NIMCO, General Partner of The D3 Family Fund, LP | 12/02/2009 |
| __Signature of Reporting Person | Date |
| David Nierenberg, President, NIMCO, General Partner of The D3 Family Bulldog Fund, LP | 12/02/2009 |
| __Signature of Reporting Person | Date |
| David Nierenberg, President, NIMO, General Partner of The DIII Offshore Fund, LP | 12/02/2009 |
| __Signature of Reporting Person | Date |
| David Nierenberg | 12/02/2009 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of the reporting person's pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.